

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:)	Chapter 11
)	
W. R. GRACE & CO., <u>et al.</u> , ¹)	Case No. 01-01139 (JKF)
)	(Jointly Administered)
)	
Debtors.)	
)	Objection Deadline: January 17, 2013, at
)	4:00 p.m. (prevailing eastern time)

**SUMMARY APPLICATION OF KIRKLAND & ELLIS LLP FOR COMPENSATION
FOR SERVICES AND REIMBURSEMENT OF EXPENSES AS BANKRUPTCY
COUNSEL TO W. R. GRACE & CO., *ET AL.*, FOR THE MONTHLY INTERIM
PERIOD FROM NOVEMBER 1, 2012, THROUGH NOVEMBER 30, 2012**

Name of Applicant:	<u>Kirkland & Ellis LLP ("K&E")</u>
Authorized to Provide Professional Services to:	<u>W. R. Grace & Co., <i>et al.</i>, Debtors and Debtors-in-Possession</u>
Date of Retention:	<u>Retention Order entered May 3, 2001, effective as of April 2, 2001</u>
Period for which compensation and reimbursement is sought:	<u>November 1, 2012, through November 30, 2012</u>
Amount of Compensation sought as actual, reasonable and necessary:	<u>\$316,037.50</u>
Amount of Expense Reimbursement sought as actual, reasonable and necessary:	<u>\$5,500.43</u>

¹ The Debtors consist of the following 62 entities: W. R. Grace & Co. (f/k/a Grace Specialty Chemicals, Inc.), W. R. Grace & Co.-Conn., A-1 Bit & Tool Co., Inc., Alewife Boston Ltd., Alewife Land Corporation, Amicon, Inc., CB Biomedical, Inc. (f/k/a Circe Biomedical, Inc.), CCHP, Inc., Coalgrace, Inc., Coalgrace II, Inc., Creative Food 'N Fun Company, Darex Puerto Rico, Inc., Del Taco Restaurants, Inc., Dewey and Almy, LLC (f/k/a Dewey and Almy Company), Ecarg, Inc., Five Alewife Boston Ltd., G C Limited Partners I, Inc. (f/k/a Grace Cocoa Limited Partners I, Inc.), G C Management, Inc. (f/k/a Grace Cocoa Management, Inc.), GEC Management Corporation, GN Holdings, Inc., GPC Thomasville Corp., Gloucester New Communities Company, Inc., Grace A-B Inc., Grace A-B II Inc., Grace Chemical Company of Cuba, Grace Culinary Systems, Inc., Grace Drilling Company, Grace Energy Corporation, Grace Environmental, Inc., Grace Europe, Inc., Grace H-G Inc., Grace H-G II Inc., Grace Hotel Services Corporation, Grace International Holdings, Inc. (f/k/a Dearborn International Holdings, Inc.), Grace Offshore Company, Grace PAR Corporation, Grace Petroleum Libya Incorporated, Grace Tarpon Investors, Inc., Grace Ventures Corp., Grace Washington, Inc., W. R. Grace Capital Corporation, W. R. Grace Land Corporation, Gracoal, Inc., Gracoal II, Inc., Guanica-Caribe Land Development Corporation, Hanover Square Corporation, Homco International, Inc., Kootenai Development Company, L B Realty, Inc., Litigation Management, Inc. (f/k/a GHSC Holding, Inc., Grace JVH, Inc., Asbestos Management, Inc.), Monolith Enterprises, Incorporated, Monroe Street, Inc., MRA Holdings Corp. (f/k/a Nestor-BNA Holdings Corporation), MRA Intermedco, Inc. (f/k/a Nestor-BNA, Inc.), MRA Staffing Systems, Inc. (f/k/a British Nursing Association, Inc.), Remedium Group, Inc. (f/k/a Environmental Liability Management, Inc.), E&C Liquidating Corp., Emerson & Cuming, Inc.), Southern Oil, Resin & Fiberglass, Inc., Water Street Corporation, Axial Basin Ranch Company, CC Partners (f/k/a Cross Country Staffing), Hayden-Gulch West Coal Company, and H-G Coal Company.

This is a X monthly ___ interim ___ final application.

The total time expended for the preparation of this application is approximately **15 hours**, and the corresponding estimated compensation *that will be requested in a future application* is approximately **\$7,000.00**.

This is K&E's monthly application for interim compensation of services for the interim fee period November 1, 2012 through November 30, 2012.

The following applications have been filed previously in the Chapter 11 Cases:

Date Filed	Period Covered	Requested Fees	Requested Expenses	Approved Fees	Approved Expenses
May 29, 2001	4/2 - 4/30/01	\$626,079.00	\$32,439.84	Interim approval	Interim approval
June 29, 2001	5/1 - 5/31/01	\$567,151.00	\$77,487.86	Interim approval	Interim approval
July 31, 2001	6/1 - 6/30/01	\$560,569.50	\$45,466.13	Interim approval	Interim approval
July 31, 2001	April - June 2001	\$1,753,799.50	\$155,393.83	\$1,753,799.50 ²	\$155,393.83
August 28, 2001	7/1 - 7/31/01	\$476,582.50	\$25,312.13	Interim approval	Interim approval
September 28, 2001	8/1 - 8/31/01	\$472,334.50	\$29,022.59	Interim approval	Interim approval
October 30, 2001	9/1 - 9/30/01	\$443,617.50	\$27,147.47	Interim approval	Interim approval
November 7, 2001	July - September 2001	\$1,392,534.50	\$81,482.19	\$1,392,534.50 ²	\$81,482.19
December 11, 2001	10/1 - 10/31/01	\$493,074.00	\$27,724.54	Interim approval	Interim approval
December 29, 2001	11/1 - 11/30/01	\$524,980.00	\$29,678.21	Interim approval	Interim approval
January 31, 2002	12/1 - 12/31/01	\$405,278.50	\$27,276.95	Interim approval	Interim approval
February 7, 2002	October - December 2001	\$1,423,332.50	\$84,679.70	\$1,419,127.00 ²	\$84,679.70
March 4, 2002	1/1 - 1/31/02	\$439,056.00	\$32,279.54	Interim approval	Interim approval
March 27, 2002	2/1 - 2/28/02	\$412,304.00	\$18,475.64	Interim approval	Interim approval
May 2, 2002	3/1 - 3/31/02	\$430,342.50	\$51,759.20	Interim approval	Interim approval
June 10, 2002	January - March 2002	\$1,281,702.50	\$102,514.38	\$1,281,702.50 ³	\$101,656.38
June 10, 2002	4/1 - 4/30/02	\$410,702.50	\$25,286.05	Interim approval	Interim approval
July 2, 2002	5/1 - 5/31/02	\$335,280.50	\$25,556.83	Interim approval	Interim approval
August 8, 2002	6/1 - 6/30/02	\$243,127.00	\$16,326.36	Interim approval	Interim approval
September 3, 2002	April - June 2002	\$989,110.00	\$67,169.24	\$981,666.50 ⁴	\$67,169.24
September 11, 2002	7/1 - 7/31/02	\$335,129.00	\$28,504.48	Interim approval	Interim approval
October 2, 2002	8/1 - 8/31/02	\$344,619.00	\$86,047.20	Interim approval	Interim approval
October 30, 2002	9/1 - 9/30-02	\$238,876.50	\$20,882.49	Interim approval	Interim approval

² The fees and expenses requested in the April-June, 2001, July-September, 2001 and October-December, 2001, interim monthly Applications were approved on an interim basis pursuant to the order entered by this Court on November 29, 2002.

³ The fees and expenses requested in the January-March, 2002, interim monthly Applications were approved on an interim basis pursuant to the order entered by this Court on October 9, 2002.

⁴ The fees and expenses requested in the April-June, 2002, interim monthly Applications were approved on an interim basis pursuant to the order entered by this Court on November 29, 2002.

Date Filed	Period Covered	Requested Fees	Requested Expenses	Approved Fees	Approved Expenses
November 27, 2002	July - September 2002	\$918,624.50	\$135,434.17	\$918,624.50 ⁵	\$134,478.90
December 6, 2002	10/1 - 10/31/02	\$207,778.00	\$7,769.74	Interim approval	Interim approval
January 13, 2003	11/1 - 11/30/02	\$122,419.00	\$4,732.30	Interim approval	Interim approval
January 30, 2003	12/1 - 12/31/02	\$129,243.50	\$6,093.80	Interim approval	Interim approval
March 4, 2003	October - December 2002	\$459,440.50	\$18,595.84	\$459,440.50 ⁶	\$18,467.74
March 4, 2003	1/1 - 1/31/03	\$162,033.00	\$6,383.16	Interim approval	Interim approval
April 2, 2003	2/1 - 2/28/03	\$215,511.50	\$3,784.70	Interim approval	Interim approval
April 29, 2003	3/1 - 3/31/03	\$146,603.00	\$6,713.84	Interim approval	Interim approval
May 15, 2003	January - March 2003	\$524,147.50	\$16,881.70	\$524,045.50 ⁷	\$16,881.70
June 3, 2003	4/1 - 4/30/03	\$135,130.00	\$2,786.42	Interim approval	Interim approval
July 11, 2003	5/1 - 5/31/03	\$109,408.00	\$6,546.04	Interim approval	Interim approval
July 31, 2003	6/1 - 6/30/03	\$115,099.00	\$1,925.86	Interim approval	Interim approval
August 27, 2003	April - June, 2003	\$359,637.00	\$11,258.32	\$357,346.00 ⁸	\$11,183.48
September 5, 2003	7/1 - 7/31/03	\$197,495.50	\$9,235.33	Interim approval	Interim approval
October 1, 2003	8/1 - 8/31/03	\$178,910.50	\$7,009.66	Interim approval	Interim approval
November 6, 2003	9/1 - 9/30/03	\$157,200.00	\$3,817.57	Interim approval	Interim approval
November 18, 2003	July - September 2003	\$533,606.00	\$20,062.56	\$533,606.00 ⁹	\$20,062.56
November 26, 2003	10/1 - 10/31/03	\$251,093.50	\$7,115.96	Interim approval	Interim approval
December 29, 2003	11/1 - 11/30/03	\$187,914.00	\$4,969.88	Interim approval	Interim approval
February 2, 2004	12/1 - 12/31/03	\$317,880.00	\$8,631.60	Interim approval	Interim approval
February 25, 2004	October - December 2003	\$756,887.50	\$20,717.44	\$756,838.00 ¹⁰	\$20,717.44
March 5, 2004	1/1 - 1/31/04	\$524,446.00	\$32,428.07	Interim approval	Interim approval
April 2, 2004	2/1 - 2/29/04	\$274,589.50	\$10,852.51	Interim approval	Interim approval
May 3, 2004	3/1 - 3/31/04	\$337,945.00	\$13,159.10	Interim approval	Interim approval
May 17, 2004	January - March 2004	\$1,136,980.50	\$56,439.68	\$1,134,755.00 ¹¹	\$56,439.68
June 1, 2004	4/1 - 4/30/04	\$280,547.50	\$10,895.93	Interim approval	Interim approval
July 1, 2004	5/1 - 5/31/04	\$213,906.00	\$9,502.49	Interim approval	Interim approval
September 2, 2004	6/1 - 6/30/04	\$430,246.50	\$15,235.72	Interim approval	Interim approval
October 6, 2004	April - June 2004	\$924,700.00	\$35,634.14	\$918,960.50 ¹²	\$35,557.55
September 17, 2004	7/1 - 7/31/04	\$599,563.50	\$27,869.76	Interim approval	Interim approval
October 7, 2004	8/1 - 8/31/04	\$793,285.00	\$45,729.42	Interim approval	Interim approval

⁵ The fees and expenses requested in the July-September, 2002, interim monthly Applications were approved on an interim basis pursuant to the order entered by this Court on March 14, 2003.

⁶ The fees and expenses requested in the October-December, 2002, interim monthly Applications were approved on an interim basis pursuant to the order entered by this Court on July 28, 2003.

⁷ The fees and expenses requested in the January-March, 2003, interim monthly Applications were approved on an interim basis pursuant to the order entered by this Court on September 22, 2003.

⁸ The fees and expenses requested in the April-June, 2003, interim monthly Applications were approved on an interim basis pursuant to the order entered by this Court on December 15, 2003.

⁹ The fees and expenses requested in the July-September, 2003, interim monthly Applications were approved on an interim basis pursuant to the order entered by this Court on April 26, 2004.

¹⁰ The fees and expenses requested in the October-December, 2003, interim monthly Applications were approved on an interim basis pursuant to the order entered by this Court on June 16, 2004.

¹¹ The fees and expenses requested in the January-March, 2004, interim monthly Applications were approved on an interim basis pursuant to the order entered by this Court on September 27, 2004.

¹² The fees and expenses requested in the April-June, 2004, interim monthly Applications were approved on an interim basis pursuant to the order entered by this Court on January 25, 2005.

Date Filed	Period Covered	Requested Fees	Requested Expenses	Approved Fees	Approved Expenses
November 3, 2004	9/1 - 9/30/04	\$913,771.00	\$32,811.19	Interim approval	Interim approval
November 17, 2004	July – September 2004	\$2,306,619.50	\$106,410.37	\$2,298,879.00 ¹³	\$105,176.56
December 7, 2004	10/1 - 10/31/04	\$842,268.50	\$38,703.13	Interim approval	Interim approval
January 7, 2004	11/1 - 11/30/04	\$581,027.00	\$35,469.12	Interim approval	Interim approval
February 1, 2005	12/1 - 12/31/04	\$863,104.50	\$38,461.17	Interim approval	Interim approval
February 14, 2005	October – December 2004	\$2,286,400.00	\$112,633.42	\$2,279,008.50 ¹⁴	\$110,200.64
March 18, 2005	1/1 - 1/31/05	\$1,214,802.50	\$65,721.17	Interim approval	Interim approval
April 15, 2005	2/1 - 2/28/05	\$717,562.00	\$46,304.21	Interim approval	Interim approval
May 19, 2005	3/1 - 3/31/05	\$916,504.00	\$50,822.73	Interim approval	Interim approval
June 15, 2005	January - March 2005	\$2,848,868.50	\$162,848.11	\$2,833,566.00 ¹⁵	\$162,482.21
June 7, 2005	4/1 - 4/30/05	\$862,337.00	\$32,392.41	Interim approval	Interim approval
June 29, 2005	5/1 - 5/31/05	\$852,424.50	\$52,685.55	Interim approval	Interim approval
August 5, 2005	6/1 - 6/30/05	\$1,181,036.00	\$58,504.79	Interim approval	Interim approval
August 8, 2005	April - June 2005	\$2,895,797.50	\$143,582.75	\$2,894,660.00 ¹⁶	\$143,530.87
September 9, 2005	7/1 - 7/31/05	\$1,740,148.50	\$155,036.60	Interim approval	Interim approval
September 28, 2005	8/1 - 8/31/05	\$1,451,595.50	\$95,151.93	Interim approval	Interim approval
October 28, 2005	9/1 - 9/30/05	\$1,471,412.50	\$128,814.69	Interim approval	Interim approval
October 28, 2005	July - September 2005	\$4,663,156.50	\$379,003.22	\$4,655,239.50 ¹⁷	\$378,588.48
November 28, 2005	10/1 - 10/31/05	\$1,602,349.50	\$111,318.89	Interim approval	Interim approval
December 28, 2005	11/1 - 11/30/05	\$1,743,406.00	\$182,798.39	Interim approval	Interim approval
January 25, 2006	12/1 - 12/31/05	\$1,638,659.50	\$161,888.24	Interim approval	Interim approval
February 14, 2006	October - December 2005	\$4,984,415.00	\$456,005.52	\$4,978,349.00 ¹⁸	\$453,367.08
February 28, 2006	1/1 - 1/31/06	\$1,667,688.00	\$176,100.89	Interim approval	Interim approval
March 28, 2006	2/1 - 2/28/06	\$1,669,067.50	\$395,113.02	Interim approval	Interim approval
April 28, 2006	3/1 - 3/31/06	\$1,615,330.00	\$685,462.58	Interim approval	Interim approval
May 15, 2006	January - March 2006	\$4,952,085.50	\$1,256,676.49	\$4,942,401.50 ¹⁹	\$1,256,429.49
May 30, 2006	4/1 - 4/30/06	\$1,628,876.50	\$814,117.99	Interim approval	Interim approval
June 28, 2006	5/1 - 5/31/06	\$1,800,762.00	\$311,657.73	Interim approval	Interim approval
July 28, 2006	6/1 - 6/30/06	\$1,666,537.00	\$207,374.07	Interim approval	Interim approval
August 14, 2006	April - June 2006	\$5,096,175.75	\$1,333,149.79	\$5,096,175.50 ²⁰	\$1,331,919.73
August 28, 2006	7/1 - 7/31/06	\$2,026,266.00	\$155,509.57	Interim approval	Interim approval

¹³ The fees and expenses requested in the July-September, 2004, interim monthly Applications were approved on an interim basis pursuant to the order entered by this Court on March 22, 2005.

¹⁴ The fees and expenses requested in the October-December, 2004, interim monthly Applications were approved on an interim basis pursuant to the order entered by this Court on June 29, 2005.

¹⁵ The fees and expenses requested in the January-March, 2005, interim monthly Applications were approved on an interim basis pursuant to the order entered by this Court on September 26, 2005.

¹⁶ The fees and expenses requested in the April-June, 2005, interim monthly Applications were approved on an interim basis pursuant to the order entered by this Court on December 19, 2005.

¹⁷ The fees and expenses requested in the July-September, 2005, interim monthly Applications were approved on an interim basis pursuant to the order entered by this Court on March 24, 2006.

¹⁸ The fees and expenses requested in the October-December, 2005, interim monthly Applications were approved on an interim basis pursuant to the order entered by this Court on June 16, 2006.

¹⁹ The fees and expenses requested in the January-March, 2006, interim monthly Applications were approved on an interim basis pursuant to the order entered by this Court on September 25, 2006.

²⁰ The fees and expenses requested in the April-June, 2006, interim monthly Applications were approved on an interim basis pursuant to the order entered by this Court on December 18, 2006.

Date Filed	Period Covered	Requested Fees	Requested Expenses	Approved Fees	Approved Expenses
September 28, 2006	8/1 - 8/31/06	\$2,458,300.00	\$377,534.56	Interim approval	Interim approval
October 30, 2006	9/1 - 9/30/06	\$1,508,315.00	\$454,899.58	Interim approval	Interim approval
November 14, 2006	July - September 2006	\$5,992,881.00	\$987,943.71	\$5,984,268.75 ²¹	\$986,255.71
November 28, 2006	10/1 - 10/31/06	\$1,732,139.00	\$698,068.49	Interim approval	Interim approval
December 28, 2006	11/1 - 11/30/06	\$1,846,984.50	\$860,948.29	Interim approval	Interim approval
January 29, 2007	12/1 - 12/31/06	\$1,577,574.50	\$1,171,910.97	Interim approval	Interim approval
February 14, 2007	October - December 2006	\$5,156,698.00	\$2,730,927.75	\$5,155,238.00 ²²	\$2,730,927.75
February 28, 2007	1/1 - 1/31/07	\$1,653,083.50	\$505,470.24	Interim approval	Interim approval
March 28, 2007	2/1 - 2/28/07	\$1,855,844.00	\$793,394.48	Interim approval	Interim approval
April 30, 2007	3/1 - 3/31/07	\$2,043,431.50	\$614,588.91	Interim approval	Interim approval
May 15, 2007	January - March 2007	\$5,552,359.00	\$1,913,453.63	\$5,547,606.50 ²³	\$1,913,453.63
May 29, 2007	4/1 - 4/30/07	\$1,617,793.00	\$1,471,980.14	Interim approval	Interim approval
June 28, 2007	5/1 - 5/31/07	\$1,886,409.50	\$1,580,009.04	Interim approval	Interim approval
July 30, 2007	6/1 - 6/30/07	\$2,301,815.00	\$2,237,072.31	Interim approval	Interim approval
August 14, 2007	April - June 2007	\$5,806,017.50	\$5,289,061.49	\$5,801,255.00 ²⁴	\$5,289,061.49
August 28, 2007	7/1 - 7/31/07	\$2,031,978.00	\$3,054,735.85	Interim approval	Interim approval
September 28, 2007	8/1 - 8/31/07	\$2,141,450.50	\$1,524,583.81	Interim approval	Interim approval
October 29, 2007	9/1 - 9/30/07	\$1,851,837.50	\$2,068,988.69	Interim approval	Interim approval
November 14, 2007	July - September 2007	\$6,025,266.00	\$6,648,308.35	\$6,009,675.50 ²⁵	\$6,648,308.35
November 28, 2007	10/1 - 10/31/07	\$2,819,249.00	\$1,902,419.07	Interim approval	Interim approval
December 28, 2007	11/1 - 11/30/07	\$2,218,978.50	\$1,307,904.30	Interim approval	Interim approval
January 28, 2007	12/1 - 12/31/07	\$2,145,512.00	\$861,447.64	Interim approval	Interim approval
February 14, 2008	October - December 2007	\$7,183,739.50	\$4,071,771.01	\$7,179,358.50 ²⁶	\$4,071,035.37
February 28, 2008	1/1 - 1/31/08	\$2,982,614.00	\$1,437,331.45	Interim approval	Interim approval
March 28, 2008	2/1 - 2/29/08	\$1,556,573.00	\$1,323,655.09	Interim approval	Interim approval
April 28, 2008	3/1 - 3/31/08	\$2,723,985.00	\$1,981,870.63	Interim approval	Interim approval
May 15, 2008	January - March 2008	\$7,263,172.00	\$4,742,857.17	\$7,258,924.50 ²⁷	\$4,740,246.26
May 28, 2008	4/1 - 4/30/08	\$1,926,854.00	\$776,768.04	Interim approval	Interim approval
June 30, 2008	5/1 - 5/31/08	\$1,903,907.50	\$912,081.39	Interim approval	Interim approval
July 28, 2008	6/1 - 6/30/08	\$2,007,344.00	\$1,048,779.70	Interim approval	Interim approval
August 14, 2008	April - June 2008	\$5,838,105.50	\$2,737,629.13	\$5,837,573.00 ²⁸	\$2,735,591.33

²¹ The fees and expenses requested in the July-September, 2006, interim monthly Applications were approved on an interim basis pursuant to the amended order entered by this Court on May 3, 2007.

²² The fees and expenses requested in the October-December, 2006, interim monthly Applications were approved on an interim basis pursuant to the order entered by this Court on June 20, 2007.

²³ The fees and expenses requested in the January-March, 2007, interim monthly Applications were approved on an interim basis pursuant to the order entered by this Court on September 25, 2007.

²⁴ The fees and expenses requested in the April-June, 2007, interim monthly Applications were approved on an interim basis pursuant to the order entered by this Court on December 13, 2007.

²⁵ The fees and expenses requested in the July-September, 2007, interim monthly Applications were approved on an interim basis pursuant to the order entered by this Court on March 12, 2008.

²⁶ The fees and expenses requested in the October-December, 2007, interim monthly Applications were approved on an interim basis pursuant to the order entered by this Court on June 23, 2008.

²⁷ The fees and expenses requested in the January-March, 2008, interim monthly Applications were approved on an interim basis pursuant to the order entered by this Court on October 1, 2008.

²⁸ The fees and expenses requested in the April-June, 2008, interim monthly Applications were approved on an interim basis pursuant to the order entered by this Court on December 17, 2008.

Date Filed	Period Covered	Requested Fees	Requested Expenses	Approved Fees	Approved Expenses
August 28, 2008	7/1 - 7/31/08	\$2,028,629.50	\$282,406.92	Interim approval	Interim approval
September 29, 2008	8/1 - 8/31/08	\$2,383,467.50	\$150,525.88	Interim approval	Interim approval
October 28, 2008	9/1 - 9/30/08	\$2,336,428.00	\$203,984.33	Interim approval	Interim approval
November 14, 2008	July - September 2008	\$6,748,525.00	\$636,917.13	\$6,746,495.50 ²⁹	\$633,229.34
December 1, 2008	10/1 - 10/31/08	\$2,671,560.00	\$372,472.73	Interim approval	Interim approval
December 29, 2008	11/1 - 11/30/08	\$2,574,249.50	\$445,054.32	Interim approval	Interim approval
January 29, 2009	12/1 - 12/31/08	\$2,495,551.00	\$472,978.64	Interim approval	Interim approval
February 16, 2009	October - December 2008	\$7,741,360.50	\$1,290,505.69	\$7,724,905.50 ³⁰	\$1,289,347.54
March 12, 2009	1/1 - 1/31/09	\$3,260,332.50	\$609,498.37	Interim approval	Interim approval
April 2, 2009	2/1 - 2/28/09	\$4,249,447.50	\$1,252,380.41	Interim approval	Interim approval
May 6, 2009	3/1 - 3/31/09	\$3,595,406.50	\$1,103,383.42	Interim approval	Interim approval
May 15, 2009	January - March 2009	\$11,105,186.50	\$2,965,262.20	\$10,198,760.20 ³¹	\$2,964,767.50
June 16, 2009	4/1 - 4/30/09	\$3,548,749.50	\$1,007,427.71	Interim approval	Interim approval
July 10, 2009	5/1 - 5/31/09	\$1,770,780.50	\$837,016.14	Interim approval	Interim approval
August 13, 2009	6/1 - 6/30/09	\$1,674,270.50	\$472,533.36	Interim approval	Interim approval
August 28, 2009	April - June 2009	\$6,993,800.50	\$2,316,977.21	\$6,594,833.00 ³²	\$2,315,190.63
September 14, 2009	7/1 - 7/31/09	\$1,750,805.00	\$342,565.22	Interim approval	Interim approval
October 9, 2009	8/1 - 8/31/09	\$2,348,663.50	\$252,684.42	Interim approval	Interim approval
November 16, 2009	9/1 - 9/30/09	\$2,309,415.15	\$571,296.46	Interim approval	Interim approval
December 9, 2009	July - September 2009	\$6,408,883.65	\$1,166,546.10	\$6,407,674.15 ³³	\$1,166,546.10
December 10, 2009	10/1 - 10/31/09	\$1,552,059.00	\$728,470.61	Interim approval	Interim approval
December 30, 2009	11/1 - 11/30/09	\$1,035,613.50	\$105,842.85	Interim approval	Interim approval
February 3, 2010	12/1 - 12/31/09	\$800,220.50	\$132,479.68	Interim approval	Interim approval
February 19, 2010	October - December 2009	\$3,387,893.00	\$966,793.14	\$3,387,163.00 ³⁴	\$959,355.64
March 3, 2010	1/1 - 1/31/10	\$878,908.50	\$102,534.19	Interim approval	Interim approval
April 2, 2010	2/1 - 2/28/10	\$253,214.00	\$119,943.08	Interim approval	Interim approval
May 4, 2010 ³⁵	3/1 - 3/31/10	\$371,105.00	\$7,473.01	Interim approval	Interim approval
June 2, 2010	4/1 - 4/30/10	\$415,367.50	\$357,591.89	Interim approval	Interim approval
June 23, 2010	January - March 2010	\$1,503,227.50	\$229,950.28	\$1,503,227.50 ³⁶	\$228,637.78

²⁹ The fees and expenses requested in the July-September, 2008, interim monthly Applications were approved on an interim basis pursuant to the order entered by this Court on April 1, 2009.

³⁰ The fees and expenses requested in the October-December, 2008, interim monthly Applications were approved on an interim basis pursuant to the order entered by this Court on July 7, 2009.

³¹ The fees and expenses requested in the January-March, 2009, interim monthly Applications were approved on an interim basis pursuant to the order entered by this Court on September 28, 2009.

³² The fees and expenses requested in the April-June, 2009, interim monthly Applications were approved on an interim basis pursuant to the order entered by this Court on December 11, 2009.

³³ The fees and expenses requested in the July-September, 2009, interim monthly Applications were approved on an interim basis pursuant to the order entered by this Court on March 19, 2010.

³⁴ The fees and expenses requested in the October-December, 2009, interim monthly Applications were approved on an interim basis pursuant to the order entered by this Court on June 7, 2010.

³⁵ On May 24, 2010, K&E filed an *Amendment to Kirkland & Ellis LLP's March 2010 Fee Application as Bankruptcy Counsel to W. R. Grace & Co., et al., to Take Voluntary Reduction of Fees for Certain Time and Expenses Billed* [Docket No. 24830] (the "March 2010 Amendment"). The fees and expenses listed reflect the reductions noted in the March 2010 Amendment.

³⁶ The fees and expenses requested in the January-March, 2010, interim monthly Applications were approved on an interim basis pursuant to the order entered by this Court on September 13, 2010.

Date Filed	Period Covered	Requested Fees	Requested Expenses	Approved Fees	Approved Expenses
July 2, 2010	5/1 - 5/31/10	\$283,692.50	\$6,798.23	Interim approval	Interim approval
August 2, 2010	6/1 - 6/30/10	\$280,979.50	\$36,890.87	Interim approval	Interim approval
August 31, 2010	7/1 - 7/31/10	\$228,163.50	\$9,650.96	Interim approval	Interim approval
September 29, 2010 ³⁷	8/1 - 8/31/10	\$171,565.00	\$8,993.38	Interim approval	Interim approval
September 30, 2010	April - June 2010	\$980,039.50	\$401,280.99	\$980,039.50 ³⁸	\$401,280.99
November 4, 2010 ³⁹	9/1 - 9/30/10	\$163,032.00	\$4,638.39	Interim approval	Interim approval
December 2, 2010	10/1 - 10/31/10	\$119,020.00	\$5,445.10	Interim approval	Interim approval
December 2, 2010	July - September 2010	\$562,760.50	\$23,282.73	\$562,760.50 ⁴⁰	\$17,430.32
January 11, 2011	11/1 - 11/30/10	\$200,476.00	\$4,718.66	Interim approval	Interim approval
February 11, 2011	12/1 - 12/31/10	\$448,838.50	\$11,444.53	Interim approval	Interim approval
March 15, 2011	1/1 - 1/31/11	\$440,760.00	\$11,592.81	Interim approval	Interim approval
March 21, 2011	October - December 2010	\$768,334.50	\$21,608.29	\$768,334.50 ⁴¹	\$16,425.12
April 8, 2011	2/1 - 2/28/11	\$532,554.50	\$16,245.21	Interim approval	Interim approval
April 28, 2011	3/1 - 3/31/11	\$446,419.50	\$12,312.37	Interim approval	Interim approval
May 16, 2011	January - March 2011	\$1,419,734.00	\$40,150.39	\$1,418,667.00 ⁴²	\$39,971.39
June 7, 2011	4/1 - 4/30/11	\$559,396.50	\$19,819.98	Interim approval	Interim approval
July 13, 2011	5/1 - 5/31/11	\$1,131,179.50	\$12,694.96	Interim approval	Interim approval
August 2, 2011	6/1 - 6/30/11	\$475,029.50	\$46,273.74	Interim approval	Interim approval
September 6, 2011	7/1 - 7/31/11	\$350,793.00	\$12,172.91	Interim approval	Interim approval
September 13, 2011	April - June 2011	\$2,165,605.50	\$78,788.68	\$2,162,103.00 ⁴³	\$78,639.68
October 10, 2011	8/1 - 8/31/11	\$294,347.00	\$13,642.99	Interim approval	Interim approval
November 9, 2011	9/1 - 9/31/11	\$202,386.50	\$6,527.15	Interim approval	Interim approval
November 23, 2011	July - September 2011	\$847,526.50	\$32,343.05	\$847,526.50 ⁴⁴	\$32,343.05
November 29, 2011	10/1 - 10/31/11	\$68,483.00	\$5,689.77	Interim approval	Interim approval
December 28, 2011	11/1 - 11/30/11	\$238,913.00	\$2,204.11	Interim approval	Interim approval
January 30, 2012	12/1 - 12/31/11	\$176,211.50	\$3,601.87	Interim approval	Interim approval

³⁷ On October 1, 2010, K&E filed an *Amendment to Kirkland & Ellis LLP's August 2010 Fee Application as Bankruptcy Counsel to W. R. Grace & Co., et al.* [Docket No. 25545] (the "August 2010 Amendment"). The fees listed reflect the reduction noted in the August 2010 Amendment.

³⁸ The fees and expenses requested in the April-June, 2010, interim monthly Applications were approved on an interim basis pursuant to the order entered by this Court on December 10, 2010.

³⁹ On November 19, 2010, K&E filed an *Amendment to Kirkland & Ellis LLP's September 2010 Fee Application as Bankruptcy Counsel to W. R. Grace & Co., et al.* [Docket No. 25789] (the "September 2010 Amendment"). The fees listed reflect the reduction noted in the September 2010 Amendment.

⁴⁰ The fees and expenses requested in the July-September, 2010, interim monthly Applications were approved on an interim basis pursuant to the order entered by this Court on March 25, 2011.

⁴¹ The fees and expenses requested in the October-December, 2010, interim monthly Applications were approved on an interim basis pursuant to the order entered by this Court on June 30, 2011.

⁴² The fees and expenses requested in the January-March, 2011, interim monthly Applications were approved on an interim basis pursuant to the order entered by this Court on September 20, 2011.

⁴³ The fees and expenses requested in the April-June, 2011, interim monthly Applications were approved on an interim basis pursuant to the order entered by this Court on December 14, 2011.

⁴⁴ The fees and expenses requested in the July-September, 2011, interim monthly Applications were approved on an interim basis pursuant to the order entered by this Court on March 23, 2012.

Date Filed	Period Covered	Requested Fees	Requested Expenses	Approved Fees	Approved Expenses
February 15, 2012	October - December 2011	\$483,607.50	\$11,495.65	\$483,607.50 ⁴⁵	\$11,495.65
March 1, 2012	1/1 - 1/31/12	\$338,064.50	\$6,704.59	Interim approval	Interim approval
April 4, 2012	2/1 - 2/29/12	\$442,703.50	\$3,875.06	Interim approval	Interim approval
May 1, 2012	3/1 - 3/31/12	\$457,283.50	\$4,920.80	Interim approval	Interim approval
May 24, 2012	January - March 2012	\$1,238,051.50	\$15,500.45	\$1,238,051.50 ⁴⁶	\$15,500.45
June 1, 2012	4/1 - 4/30/12	\$266,110.50	\$12,191.26	Interim approval	Interim approval
July 10, 2012	5/1 - 5/31/12	\$283,616.00	\$9,699.18	Interim approval	Interim approval
August 8, 2012	6/1 - 6/30/12	\$437,113.50	\$3,641.80	Interim approval	Interim approval
August 23, 2012	April - June 2012 ⁴⁷	\$986,840.00	\$25,532.24	\$986,840.00	\$25,532.24
September 5, 2012	7/1 - 7/31/12	\$632,379.50	\$14,184.73	\$505,903.60	\$14,184.73
October 1, 2012	8/1 - 8/31/12	\$482,552.00	\$7,429.91	\$386,041.60	\$7,429.91
October 30, 2012	9/1 - 9/30/12	\$301,845.50	\$5,352.35	\$241,476.40	\$5,352.35
December 3, 2012	10/1 - 10/31/12	\$428,100.50	\$14,983.20	\$328,480.40	\$14,983.20
December 11, 2012	July - September 2012 ⁴⁸	\$1,416,777.00	\$26,961.99	Pending	Pending

The K&E attorneys who rendered professional services in these cases during the Fee Period are:

Attorney	Position with the Applicant and Year Admitted		Department	Hourly Billing Rate	Total Billed Hours	Total Compensation
Rana Barakat	Associate	2008	Litigation	\$625.00	41.50	\$25,937.50
Jack N. Bernstein	Partner	1995	Employee Benefits	\$835.00	2.00	\$1,670.00
John Donley, P.C.	Partner	1985	Litigation	\$910.00	98.80	\$89,908.00
Nia Dukov	Associate	2008	Litigation	\$625.00	17.50	\$10,937.50
Katie L. Einspanier	Associate	2009	Litigation	\$625.00	55.60	\$34,750.00
Susan Engel	Partner	2003	Litigation	\$745.00	12.80	\$9,536.00
Lisa G. Esayian	Partner	1991	Litigation	\$855.00	32.50	\$27,787.50
Jeffrey Gittleman	Partner	1974	Restructuring	\$795.00	22.40	\$17,808.00
Mike Jones	Associate	2011	Restructuring	\$495.00	19.90	\$9,850.50
Nate Kritzer	Associate	2009	Litigation	\$610.00	5.20	\$3,172.00
Christopher Landau, P.C.	Partner	1990	Litigation	\$1,045.00	0.30	\$313.50
Russell S. Light	Partner	2001	Taxation	\$870.00	1.80	\$1,566.00
Todd F. Maynes, P.C.	Partner	1988	Taxation	\$1,045.00	0.50	\$522.50
Adam C. Paul	Partner	1997	Restructuring	\$835.00	28.70	\$23,964.50
Benjamin Rhode	Associate	2012	Restructuring	\$430.00	23.00	\$9,890.00
Totals for Attorneys					362.50	\$267,613.50

⁴⁵ The fees and expenses requested in the October-December, 2011, interim monthly Applications were approved on an interim basis pursuant to the order entered by this Court on June 14, 2012.

⁴⁶ The fees and expenses requested in the January-March, 2012, interim monthly Applications were approved on an interim basis pursuant to the order entered by this Court on October 9, 2012.

⁴⁷ The fees and expenses requested in the April-June, 2012, interim monthly Applications were approved on an interim basis pursuant to the order entered by this Court on December 11, 2012.

⁴⁸ The hearing for the *Forty-Sixth Quarterly Interim Verified Application of Kirkland & Ellis LLP for Compensation for Services and Reimbursement of Expenses as Bankruptcy Counsel to W. R. Grace & Co., et al., for the Interim Period from July 1, 2012 through September 30, 2012* is scheduled for March 25, 2013.

The paraprofessionals of K&E who rendered professional services in these cases during the Fee Period are:

Paraprofessional	Position with the Applicant and Number of Years in the Position		Department	Hourly Billing Rate	Total Billed Hours	Total Compensation
Marjolaine Blake	Project Assistant	1 Year	Litigation	\$175.00	26.70	\$4,672.50
Andrew Brniak	Legal Assistant	4 Years	Restructuring	\$240.00	3.80	\$912.00
Lesley Fairley	Legal Assistant	11 Years	Litigation	\$255.00	90.40	\$23,052.00
Kimberly K. Love	Legal Assistant	23 Years	Litigation	\$295.00	62.50	\$18,437.50
Maureen McCarthy	Legal Assistant	10 Years	Restructuring	\$300.00	4.50	\$1,350.00
Totals for Paraprofessionals					187.90	\$48,424.00

Compensation by Matter

Matter Number	Matter Description	Total Billed Hours	Total Fees Requested
16	Asset Analysis and Recovery	1.40	\$1,197.00
19	Claims Analysis Objection and Resolution (Non-Asbestos)	20.00	\$12,974.00
32	Fee Applications, Applicant	11.90	\$5,244.50
37	Plan and Disclosure Statement	514.80	\$294,533.50
41	Tax Issues	2.30	\$2,088.50
Totals		550.40	\$316,037.50

Grand Total for Fees: \$316,037.50
Blended Rate: \$574.20

Expense Summary

Service Description	Amount
Standard Copies or Prints	\$1,776.40
Overnight Delivery	\$46.63
Professional Fees	\$2,429.30
Computer Database Research	\$1,248.10
Total	\$5,500.43

WHEREFORE, K&E respectfully requests (a) that an allowance be made to it, as fully described above, for (i) 80% of the amount of **\$316,037.50** for reasonable and necessary professional services K&E has rendered to the Debtors during the Fee Period (**\$252,830.00**) and (ii) 100% of the reimbursement of actual and necessary costs and expenses incurred by K&E during the Fee Period (**\$5,500.43**); (b) that both fees and expenses are payable as administrative expenses of the Debtors' estates; and (c) that this Court grant such further relief as is equitable and just.

Dated: December 28, 2012

Respectfully submitted,

/s/ Adam C. Paul

John Donley
Adam C. Paul
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Chicago, Illinois 60654
Telephone: (312) 862-2000
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EXHIBIT A

A-1

Matter 16 - Asset Analysis and Recovery - Fees

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
11/06/2012	Lisa Esayian	.20	Correspond with working group re Dairyland insurance settlement.
11/12/2012	Lisa Esayian	.50	Analyze various potential insurance settlements.
11/20/2012	Lisa Esayian	.30	Update chart re Grace insurance settlements.
11/30/2012	Lisa Esayian	.40	Correspond with ACC's insurance counsel re potential buyout of insurers' coverage.
	Total:	1.40	

Matter 19 - Claims Analysis, Objection and Resolution (Non-Asbestos) - Fees

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
11/05/2012	Adam C Paul	.40	Analyze settlement with former director.
11/27/2012	Jeffrey Gettleman	.50	Telephone conference with A. Paul re research project re allowing creditor to be paid early (.1); correspond with R. Higgins re analysis of Wolter proof of claim (.1); correspond with M. Jones re same (.2); correspond with A. Paul re same (.1).
11/27/2012	Adam C Paul	.50	Telephone conference with M. Shelnitz re claim settlements (.3); telephone conference with R. Higgins re same (.2).
11/28/2012	Mike Jones	4.30	Research re put option proof of claim (3.6); office conferences with J. Gettleman and A. Paul re same (.7).
11/28/2012	Jeffrey Gettleman	4.00	Correspond with K. Des Jardins, M. Jones and library re information re Kootenai Development Company (.5); review and analyze list of officers and directors of same (.3); correspond with A. Paul and with K. Love re Libby (.3); analyze materials re Kootenai Development Company (.8); correspond with A. Paul and M. Jones re Wolter claim (.9); office conference with A. Paul and M. Jones re same (.4); review and analyze stock purchase agreement re same (.8).
11/28/2012	Adam C Paul	1.50	Analyze Wolter POC (1.1); office conference with J. Gettleman re Wolter claim (.4).
11/29/2012	Mike Jones	4.90	Research re put option proof of claim (3.2); draft summary of same (1.1); review and revise same (.4); correspond with J. Gettleman re same (.2).
11/29/2012	Jeffrey Gettleman	.40	Office conference with A. Paul re analysis of Wolter's claim (.3); correspond with M. Jones re same (.1).
11/29/2012	Adam C Paul	.90	Analyze Wolter POC.
11/30/2012	Mike Jones	1.10	Review and revise analysis re put option proof of claim (.9); correspond with working group re same (.2).
11/30/2012	Jeffrey Gettleman	.70	Review and revise M. Jones analysis of Wolter proof of claim (.4); correspond with M. Jones re same (.3).
11/30/2012	Adam C Paul	.80	Analyze Wolters claim.
	Total:	20.00	

Matter 32 - Fee Applications, Applicant - Fees

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
11/07/2012	Benjamin Rhode	2.60	Review and revise invoices re applicable protocols.
11/09/2012	Benjamin Rhode	1.90	Review and revise invoices re applicable protocols.
11/12/2012	Benjamin Rhode	.70	Review and revise invoices re applicable protocols.
11/25/2012	Maureen McCarthy	2.80	Draft forty-sixth quarterly fee application.
11/26/2012	Adam C Paul	.50	Analyze outstanding invoices.
11/27/2012	Adam C Paul	1.40	Analyze and revise October invoices.
11/28/2012	Andrew Brniak	.30	Correspond with M. McCarthy re September 2012 fee materials.
11/29/2012	Maureen McCarthy	1.70	Draft October fee application.
	Total:	11.90	

Matter 37 - Plan and Disclosure Statement - Fees

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
11/01/2012	Mike Jones	4.30	Correspond with working group re collar motion (1.2); coordinate filing of signature page to declaration in support of same (.6); telephone conference with client and working group re QSF motion (.5); review and revise same (1.7); correspond with working group re same (.3).
11/01/2012	Susan Engel	3.60	Review and analyze outline of motion to strike supplemental appendix (.6); review and analyze Garlock Rule 59 briefing (2.8); telephone conference with K. Einspanier re same (.2).
11/01/2012	Jeffrey Gettleman	3.30	Correspond with J. Bernstein and R. Finke re J. Flynn Medicare question and Medicare D enrollment notice issue (.4); review and revise revised QSF motion (.4); correspond with E. Filon, H. La Force, M. Shelnitz and M. Jones re same (.8); telephone conference with A. Paul re same (.2); office conference with E. Filon, A. Paul, J. O'Connell and M. Jones re same (.7); correspond with M. Jones re warrant motion and declaration in support of same (.6); review and revise same (.2).
11/01/2012	Rana Barakat	1.90	Review and analyze recent filings in key asbestos bankruptcy cases (.6); draft memo re same (1.3).
11/01/2012	Katie L Einspanier	4.00	Telephone conference with S. Engel re appellate brief (.2); review, analyze and outline points from district court amended opinion (3.8).
11/01/2012	Jack N Bernstein	2.00	Research re Libby medicare issues (1.5); correspond with J. Gettleman re same (.5).
11/01/2012	John Donley, P.C.	1.10	Revise Garlock motion to strike (.6); correspond with S. Engel re same (.2); review and analyze recent Garlock chapter 11 filings (.3).
11/01/2012	Lesley Fairley	1.90	Revise database of Third Circuit joint appendix documents.
11/02/2012	Mike Jones	.40	Correspond with working group re hearing talking points for collar motion.
11/02/2012	Susan Engel	.40	Analyze motion to strike issues (.2); telephone conference with K. Einspanier re same (.2).
11/02/2012	Jeffrey Gettleman	.70	Correspond with R. Finke and J. Bernstein re LMP issues (.6); correspond with A. Schlesinger re QSF motion (.1).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
11/02/2012	John Donley, P.C.	4.80	Analyze Montana and Crown appeal, review and analyze record and briefs and draft provisional response brief (4.2); analyze standard of review and motion to strike briefing issues (.4); correspond with R. Barakat re Third Circuit appeal issues (.2).
11/02/2012	Lesley Fairley	.80	Revise database of Third Circuit joint appendix documents with relevant additional information.
11/03/2012	Jeffrey Gettleman	.20	Correspond with B. Rhode and M. Jones re review of Grace exit documents.
11/03/2012	Rana Barakat	3.10	Review and analyze dockets of asbestos bankruptcy cases (.8); review and analyze filings in asbestos bankruptcy cases (.9); draft memorandum re same (1.4).
11/05/2012	Jeffrey Gettleman	1.80	Correspond with J. Donley and A. Paul re LMP issues (.1); review and revise QSF motion (.4); correspond with working group re same (1.0); correspond with plan proponents' counsel re same (.1); office conference with A. Paul re same (.2).
11/05/2012	Adam C Paul	.50	Correspond with J. Donley re Canada opening brief (.2); analyze Grace medicare reporting requirements (.3).
11/05/2012	Rana Barakat	3.90	Review and analyze Third Circuit rules re deadlines for briefs and computing time (.2); telephone conference with Third Circuit case manager re deadline for filing responsive briefs (.4); correspond with J. Donley re same (.2); review dockets of key asbestos bankruptcy cases for recent developments (.8); review pleadings and orders from asbestos bankruptcy cases (.7); review and revise memorandum re same (1.6).
11/05/2012	Katie L Einspanier	2.50	Review and analyze bankruptcy and district court materials re shareholders retaining equity.
11/05/2012	John Donley, P.C.	5.80	Analyze Montana and Crown discrimination and TDP arguments, review and analyze documents, cases, and editing (5.5); correspond with M. Shelnitz and A. Paul re settlement issues (.2); correspond with J. Gettleman re Libby issues (.1).
11/05/2012	Lisa G Esayian	.30	Correspond with R. Finke re AMH issues.
11/05/2012	Lesley Fairley	6.70	Review drafts of appeal briefs and revise with new Third Circuit joint appendix bates numbers.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
11/06/2012	Jeffrey Gettleman	1.00	Correspond with J. O'Connell, P. Lockwood, R. Wyron and plan proponents' re QSF motion (.6); correspond with K. Makowski re same (.1); office conference with A. Paul re settlement discussions and QSF motion (.3).
11/06/2012	Adam C Paul	1.30	Telephone conference with ACC and FCR re appeals and status update (.7); prepare for same (.2); conference with J. Gettleman re same (.2); telephone conference with J. Donley re appeals (.2).
11/06/2012	Rana Barakat	.70	Review and analyze dockets of asbestos bankruptcy cases (.2); review and analyze recent filings in asbestos bankruptcy cases (.5).
11/06/2012	Katie L Einspanier	1.90	Draft motion to strike outline.
11/06/2012	John Donley, P.C.	6.00	Draft and revise Montana and Crown section of brief (2.7); draft and revise 524(g) and overview sections of brief (2.4); prepare for and participate in biweekly ACC and FCR strategy call (.9).
11/06/2012	Lisa G Esayan	.30	Telephone conference with J. Donley re AMH issues.
11/07/2012	Andrew Brniak	.50	Prepare and assemble confirmation materials (.4); correspond with C. Boyd and B. Rhode re same (.1).
11/07/2012	Jeffrey Gettleman	.70	Review correspondence from A. Krieger to A. Paul re questions re QSF motion (.1); office conference with A. Paul re same (.3); correspond with S. Butler re questions re same (.1); review correspondence from S. Butler re answers to QSF questions from creditors' committee (.1); correspond with A. Paul re same (.1).
11/07/2012	Jeffrey Gettleman	1.00	Correspond with working group re QSF motion (.8); correspond with R. Higgins re settlement discussions and next plan proponents' updated telephone conference (.2).
11/07/2012	Adam C Paul	.70	Telephone conference with M. Shelnitz re QSF motion and settlement (.3); analyze OCUC questions re QSF motion (.4).
11/07/2012	Katie L Einspanier	8.10	Research motion to strike (5.3); draft motion to strike (2.8).
11/07/2012	John Donley, P.C.	5.40	Review and analyze appellate briefing re 524(g), especially feasibility, good faith, TDP, and Canadian alleged disparity issues.
11/07/2012	Lesley Fairley	6.70	Review drafts of appeal briefs and update with new Third Circuit joint appendix bates numbers.
11/08/2012	Benjamin Rhode	2.60	Draft talking points for warrant motion.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
11/08/2012	Jeffrey Gettleman	.10	Correspond with A. Paul and A. Krieger re QSF motion.
11/08/2012	Adam C Paul	.60	Analyze and revise November hearings agenda (.2); correspond with A. Krieger re QSF motion (.2); correspond with M. Shelnitz re employee settlement (.2).
11/08/2012	Katie L Einspanier	10.90	Draft motion to strike Garlock's supplemental appendix (6.2); revise same (4.5); correspond with S. Engel re same (.2).
11/08/2012	Lesley Fairley	1.50	Review and analyze briefs re Third Circuit joint appendix.
11/09/2012	Mike Jones	3.30	Telephone conference and correspond with working group and claims agent re MCC claims (1.6); research re same (.7); draft summary of same (.4); correspond with R. Higgins re BNSF settlement agreement (.6).
11/09/2012	Benjamin Rhode	1.70	Draft and revise talking points for hearing re warrant motion.
11/09/2012	Jeffrey Gettleman	.30	Review correspondence from J. O'Connell re QSF motion (.1); correspond with M. Jones and R. Higgins re BNSF settlement agreement (.2).
11/09/2012	Jeffrey Gettleman	1.70	Review and revise QSF motion and exhibits in preparation for filing (.6); correspond with working group re same (.9); telephone conference with R. Higgins re Libby settlement (.1); office conference with M. Jones re same (.1).
11/09/2012	Adam C Paul	1.10	Analyze employee claim (.7); prepare for tax call with OCUC (.4).
11/09/2012	John Donley, P.C.	2.20	Review and revise Third Circuit draft brief.
11/09/2012	Lesley Fairley	3.00	Review drafts of briefs and update with new Third Circuit joint appendix bates numbers.
11/11/2012	Rana Barakat	1.60	Draft memorandum re developments in key asbestos bankruptcy cases.
11/12/2012	Adam C Paul	1.50	Telephone conference with OCUC re QSF motion (.7); prepare for same (.6); telephone conference with J. O'Connell re same (.2).
11/12/2012	Katie L Einspanier	1.50	Review and analyze District Court's amended memorandum opinion and reviewing W.R. Grace's fact section in the District Court brief (.9); telephone conference with S. Engel re revisions to fact section (.3); correspond with J. Donley re fact section and organization (.3).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
11/12/2012	John Donley, P.C.	4.30	Review and revise introductory section and lenders' section of appellate brief (3.8); correspond with K. Einspanier re same (.3); review recent pleadings and BNSF settlement materials (.2).
11/12/2012	Lisa G Esayian	2.00	Telephone conference with J. Donley re AMH issues (.4); review and analyze AMH issues for Third Circuit briefing (1.6).
11/12/2012	Lesley Fairley	6.70	Review drafts of appeal briefs and update with new Third Circuit joint appendix bates numbers.
11/13/2012	Susan Engel	.90	Review and analyze district court decision in preparation for appellate briefing.
11/13/2012	Katie L Einspanier	.30	Telephone conference with J. Donley re draft of fact section and standard of review section.
11/13/2012	John Donley, P.C.	2.10	Review pleadings and draft agenda (.2); correspond with A. Paul re QSF motion (.3); review and revise appellate brief (1.3); telephone conference with K. Einspanier re working draft (.3)..
11/13/2012	Lesley Fairley	4.50	Review drafts of appeal briefs and update with new Third Circuit joint appendix bates numbers.
11/14/2012	Lesley Fairley	6.20	Review drafts of appeal briefs and update with new Third Circuit joint appendix bates numbers.
11/15/2012	Jeffrey Gettleman	.90	Correspond with M. Jones re Sealed Air research project (.1); correspond with client and working group re QSF motion (.8).
11/15/2012	Rana Barakat	1.30	Review and analyze recent filings and pleadings in Thorpe bankruptcy case (.4); draft memorandum summarizing same (.9).
11/15/2012	Katie L Einspanier	2.30	Research re standard of review (.8); review and analyze standard of review cases (.3); draft standard of review section (1.2).
11/15/2012	John Donley, P.C.	3.20	Edit and draft inserts to appeal brief, overview (1.2) and 524(g) (2.0) sections.
11/15/2012	Lesley Fairley	6.90	Review drafts of briefs and update with new Third Circuit joint appendix bates numbers (6.1); edit and update database of Third Circuit joint appendix materials (.8).
11/16/2012	Jeffrey Gettleman	.10	Correspond with M. Jones re Sealed Air research.
11/16/2012	Rana Barakat	1.90	Review dockets of key asbestos bankruptcy cases (.7); draft and edit memorandum re same (1.2).
11/16/2012	Nia Dukov	1.90	Review lower-court record re bank lender issues.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
11/16/2012	Katie L Einspanier	2.80	Research, review, and analyze standard of review cases (1.2); review and revise standard of review section (1.6).
11/16/2012	John Donley, P.C.	5.50	Review cases, transcripts and record re appellate response brief (1.9); review and revise same (3.6).
11/16/2012	Lisa G Esayian	1.90	Analyze AMH issues for Third Circuit appeal.
11/16/2012	Lesley Fairley	5.50	Review drafts of appeal briefs and update with new Third Circuit joint appendix bates numbers (4.2); edit and update database of Third Circuit joint appendix materials (1.3).
11/17/2012	Rana Barakat	.70	Review and revise memorandum re key developments in asbestos bankruptcy cases.
11/19/2012	Kimberly K Love	3.50	Telephone conference with J. Donley re upcoming appellate briefs (.3); telephone conference with L. Fairley re joint appendix materials (.2); prepare materials for case files (1.8); review joint appendix materials and files (1.2).
11/19/2012	Susan Engel	4.30	Review and revise motion to strike (1.0); review district court briefing and opinion (2.8); telephone conference with J. Donley re appellate arguments (.5).
11/19/2012	Jeffrey Gettleman	.40	Telephone conference with A. Paul, Blackstone and committee counsel re QSF motion questions.
11/19/2012	Rana Barakat	5.10	Office conference with J. Donley re motion to exceed page limit and for extension of time to file responsive briefs (.3); draft and edit memorandum summarizing recent developments in key asbestos bankruptcy cases (1.4); draft and edit motion to exceed page limit and for extension of time to file responsive briefs (3.4).
11/19/2012	Nia Dukov	3.90	Review lower-court record re bank lender issues.
11/19/2012	Katie L Einspanier	3.50	Review and analyze standard of review cases and revise standard of review section of brief (2.7); telephone conference with J. Donley and S. Engel re standard of review and fact sections (.5); review draft introductory section of brief (.3).
11/19/2012	John Donley, P.C.	7.40	Edit standard of review section of appellate brief (.6); edit statement of the case and case overview sections of same (4.4); review materials re Garlock arguments (1.1); review and analyze recent pleadings (.1); telephone conference with K. Einspanier and S. Engel re legal arguments in response brief (.5); telephone conference with R. Barakat re Third Circuit motions (.3); telephone conference with K. Love re joint appendix issues and review documents re same (.4).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
11/19/2012	Lisa G Esayan	3.00	Correspond with J. Donley re Third Circuit briefing (.3); review and revise insurance and PD discussion in background/fact section for Third Circuit brief (1.7); review and analyze AMH settlement issues (1.0).
11/19/2012	Lesley Fairley	5.80	Review appeal briefs and update with additional Third Circuit joint appendix numbers (2.1); update database of Third Circuit joint appendix documents (3.7).
11/20/2012	Kimberly K Love	5.50	Office conference with J. Donley, R. Barakat and L. Fairley re upcoming events and projects (.5); edit joint appendix (1.1); review and obtain materials requested by J. Gott re appeals chart (.8); revise and update AMH joint appendix materials (1.4); prepare and organize recently filed materials for inclusion into case files (1.7).
11/20/2012	Jeffrey Gettleman	1.20	Telephone conference with J. Donley, A. Paul, M. Shelnitz and counsel for plan proponents re case strategy (.9); office conference with A. Paul re briefs (.3).
11/20/2012	Adam C Paul	.70	Telephone conference with ACC and FCR re status update (.5); correspond with J. Donley re same (.2).
11/20/2012	Rana Barakat	7.00	Office conference with J. Donley, K. Love, and L. Fairley re responsive briefs (.5); telephone conference with counsel for plan proponents re edits to joint appendix (.2); office conference with J. Donley and L. Fairley re same (.3); draft and edit motion to file consolidated briefing and for an extension of time (2.8); research re extending channeling injunction to third parties (.7); review and analyze case law re same (.7); research and review documents re applicable interest rate on cash contribution to PI Trust (.9); telephone conference with Blackstone re same (.4); draft memorandum re interest rate applicable to cash contribution and legal support for extension of channeling injunction to third parties (.5).
11/20/2012	Nia Dukov	.70	Review and revise legal research re equitable factors relevant to award of interest at default rate.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
11/20/2012	John Donley, P.C.	7.20	Telephone conference with ACC/FRC re case status and strategy (.5); review and revise response brief (.5); review and analyze updates in other 524(g) cases (.4); correspond with C. Landau re Third Circuit procedure (.2); outline motions to file in Third Circuit (.6); correspond and telephone conferences with R. Barakat re joint appendix and draft motion in Third Circuit (.4); correspond with Paul Weiss and Garlock counsel re joint appendix (.2); review joint appendix revisions (.4); office conference with K. Love, L. Fairley and R. Barakat re appeal briefing (.4); draft and revise Third Circuit brief (3.4); correspond with J. Gettleman re QSF and various pleadings and filings (.2).
11/20/2012	Lisa G Esayian	5.70	Revise Third Circuit brief (3.5); telephone conference with R. Barakat re certain issues for Third Circuit briefs (.2); analyze joint appendix for appeals (2.0).
11/20/2012	Lesley Fairley	6.90	Edit and update index and electronic versions of Third Circuit joint appendix documents (5.1); update database of Third Circuit joint appendix documents (1.8).
11/21/2012	Kimberly K Love	7.60	Prepare joint appendix CDs and indices (1.4); review Third Circuit rules re citing joint appendix materials in briefs (.9); review and revise introduction section of brief (5.3).
11/21/2012	Rana Barakat	2.30	Review index for joint appendix (.7); correspond with counsel for appellants re revisions to same (.2); correspond with K. Love and L. Fairley re same (.6); review Third Circuit rules re citations in briefs (.4); draft cover letters to counsel for appellants re joint appendix (.4).
11/21/2012	John Donley, P.C.	3.10	Analyze joint appendix issues (.4); review lower-court pleadings, opinions and orders in preparation for Third Circuit appellate briefing (2.7)
11/21/2012	Lesley Fairley	3.00	Prepare electronic version of revised Third Circuit joint appendix to send to counsel (2.8); office conference with working group re upcoming deadlines and projects (.2).
11/25/2012	John Donley, P.C.	3.30	Review and analyze opinions and orders in connection with Third Circuit briefing.
11/26/2012	Marjolaine Blake	7.20	Obtain cases cited in district court briefs for use with upcoming appeal brief.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
11/26/2012	Kimberly K Love	9.80	Obtain caselaw cited in various district court briefs for use with appellate briefs (1.3); review and edit draft briefs re introduction and argument for use with appellate brief (7.7); review and revise joint appendix re volume 6 (.8).
11/26/2012	Susan Engel	.50	Review and analyze draft background section of Third Circuit brief.
11/26/2012	Jeffrey Gettleman	.30	Correspond with T. Schmeling re QSF motion (.1); correspond with E. Filon, M. Shelnitz, and S. Butler re same (.2).
11/26/2012	Adam C Paul	.80	Telephone conference with J. Donley re AMH claims (.3); analyze AMH claims (.5).
11/26/2012	Rana Barakat	1.30	Office conference with K. Love re joint appendix cites to Third Circuit brief (.2); draft and edit correspondence to counsel for AMH re joint appendix (.8); review index for proposed AMH appendix (.3).
11/26/2012	Katie L Einspanier	.70	Work on fact section draft.
11/26/2012	John Donley, P.C.	5.50	Analyze various joint appendix issues (.3); review of prior briefing and opinions and outlining of issues for Third Circuit appeal (4.1); telephone conferences with M. Shelnitz and R. Finke re AMH issues (.5); telephone conference with C. Landau re same (.3); correspond with A. Paul and L. Esayian re AMH negotiation and motion (.3).
11/26/2012	Lisa G Esayian	2.00	Telephone conference with J. Donley and A. Paul re AMH settlement issues (.4); review materials re potential issues in class settlement (1.6).
11/26/2012	Lesley Fairley	6.90	Collect and organize documents to be included in additional volume of Third Circuit joint appendix re AMH (3.9); update index of Third Circuit joint appendix (3.0).
11/26/2012	Christopher Landau, P.C.	.30	Telephone conference with J. Donley re Third Circuit appeal.
11/27/2012	Mike Jones	1.60	Office conference with J. Gettleman re put option proof of claim (.4); research re same (1.2).
11/27/2012	Benjamin Rhode	1.90	Office conference with J. Gettleman re class action settlement procedures (.3); office conference with A. Brniak re same (.1); legal research re same (1.5).
11/27/2012	Marjolaine Blake	8.70	Obtain cases cited in district court briefs for use with upcoming appeal briefs.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
11/27/2012	Kimberly K Love	10.50	Review and edit draft argument section of brief (2.4); update joint appendix (.3); prepare and organize Canadian settlement motions for joint appendix (2.7); obtain materials cited in district court briefs (1.2); edit group exhibits to contain date and bates span for document clarification (.4); obtain and prepare various 2nd Circuit appellate briefs requested by A. Paul (1.8); obtain and prepare expert reports (1.7).
11/27/2012	Andrew Brniak	.80	Prepare and compile precedent re class action settlement pleadings (.7); correspond with B. Rhode re same (.1).
11/27/2012	Jeffrey Gettleman	.70	Telephone conference with A. Paul re research re class certification re AMH claim (.1); office conference with B. Rhode re research re class action certification for purposes of AMH settlement (.1); correspond with M. Jones re Grace research project re creditor payment (.1); office conference with M. Jones re same (.1); correspond with working group re bank lender arguments (.3).
11/27/2012	Adam C Paul	2.90	Analyze AMH claims (1.2); telephone conference with J. Donley and M. Shelnitz re same (.7); analyze recent developments re default interest (.3); prepare for appellate briefing (.7).
11/27/2012	Rana Barakat	.30	Review appellees' designations for AMH appendix (.1); telephone conference with L. Esayian, K. Love, and L. Fairley re appellees' designations for AMH appendix (.1); telephone conference with counsel for bank lenders re joint appendix (.1).
11/27/2012	Katie L Einspanier	9.40	Review district court's fact section for incorporation into fact section of brief (1.2); review and revise standard of review and fact sections of brief (8.2).
11/27/2012	John Donley, P.C.	7.90	Telephone conference with M. Shelnitz, R. Finke, A. Paul and L. Esayian re AMH issues (.8); telephone conference with R. Finke re same (.2); telephone conference with D. Speights and draft motion inserts re AMH motion (.3); telephone conference with A. Paul and L. Esayian re AMH negotiations (.3); correspond with plan proponents' counsel and various appellants' counsel re Third Circuit briefing (.4); review research and factual and procedural record re AMH and PD class claims and analyze same (3.2); outline issues for AMH discussions (.5); revise appellate brief (2.2).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
11/27/2012	Lisa G Esayan	6.50	Analyze AMH settlement issues (2.0); telephone conference with M. Shelnitz, R. Finke, J. Donley and A. Paul re same (1.0); follow-up re same (1.5); analyze issues re AMH materials on joint appendix (2.0).
11/27/2012	Lesley Fairley	6.70	Edit and update additional volume of Third Circuit joint appendix re AMH (4.0); organize electronic versions of Third Circuit joint appendix exhibits (2.7).
11/28/2012	Benjamin Rhode	3.60	Research re class action settlement procedures (2.4); analyze procedural history of AMH class certification issue (1.2).
11/28/2012	Marjolaine Blake	2.30	Edit group exhibits to contain date and bates span for document clarification (2.0); obtain cases cited in various district court briefs for use with upcoming appeal briefs (.3).
11/28/2012	Kimberly K Love	10.50	Edit group exhibits to contain date and bates span for document clarification (2.3); prepare and organize materials requested by L. Esayan re AMH (.4); review and edit exhibit cites to draft argument section of brief (7.8).
11/28/2012	Jeffrey Gettleman	.50	Review correspondence from T. Schmeling re QSF motion (.1); telephone conference with A. Paul re AMH class action issues (.2); office conference with B. Rhode re same (.2).
11/28/2012	Adam C Paul	3.00	Analyze AMH class issues (1.4); prepare for appeal (1.6).
11/28/2012	Rana Barakat	.30	Telephone conference with clerk's office re ruling on AMH motion for extension (.2); correspond with J. Donley re same (.1).
11/28/2012	Nia Dukov	1.30	Review and analyze briefs re interest-rate issues filed in GGP case.
11/28/2012	John Donley, P.C.	6.70	Draft and revise appellate response brief (6.0); telephone conference with R. Frankel re FCR and plan matters (.4); telephone conference with A. Paul re same (.1); telephone conferences and correspond with R. Barakat re joint appendix and Third Circuit issues (.2)
11/28/2012	Lisa G Esayan	2.90	Analyze AMH settlement issues.
11/28/2012	Lesley Fairley	4.00	Review and organize electronic versions of Third Circuit joint appendix exhibits.
11/29/2012	Nate Kritzer	3.80	Review opening appellate briefs filed by Montana and the Crown (2.9); summarize new arguments in same (.7); review Owens Corning decision by Third Circuit (.2).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
11/29/2012	Benjamin Rhode	1.40	Analyze procedural history of AMH class certification issue.
11/29/2012	Marjolaine Blake	4.30	Obtain cases cited in district court briefs for use with upcoming appeal briefs.
11/29/2012	Kimberly K Love	8.20	Obtain, organize and circulate appellant briefs to working group and client (2.9); review and confirm list of all appeal cases for accuracy (.3); assist M. Blake with obtaining cases cited within appellant briefs (1.1); review and edit draft of argument brief (3.9).
11/29/2012	Andrew Brniak	.50	Prepare and compile precedent re plans with stock reserve provisions (.4); correspond with J. Gettleman re same (.1).
11/29/2012	Susan Engel	.30	Telephone conference with K. Einspanier re motion to strike.
11/29/2012	Jeffrey Gettleman	.20	Correspond with working group re Third Circuit brief filings and December 17th hearing agenda.
11/29/2012	Jeffrey Gettleman	.50	Review correspondence from T. Schmeling re no objections to QSF motion (.1); correspond with working group re Third Circuit brief filings (.3); correspond with A. Paul and K. Makowski re agenda for December 17 omnibus hearing (.1).
11/29/2012	Adam C Paul	4.80	Prepare for appeals (1.6); analyze appellate briefs (3.2).
11/29/2012	Rana Barakat	1.40	Telephone conference with K. Love re joint appendix and filing of responsive briefs (.4); telephone conference with K. Love re Garlock's designations for joint appendix and plan proponents' supplemental appendix (.1); review opening appellate brief of the Crown (.9).
11/29/2012	Nia Dukov	4.70	Review and analyze briefs re interest-rate issues filed in GGP case (1.8); review and analyze opening brief of bank lenders (2.9).
11/29/2012	Katie L Einspanier	1.30	Draft fact section of appellate brief (.7); telephone conference with S. Engel re same (.2); analyze joint appendix (.4).
11/29/2012	John Donley, P.C.	8.80	Review opening briefs of Montana and Crown and outline responses (4.4); draft outlines and notes re responses re 524(g), good faith, and case overview (3.5); telephone conference with M. Shelnitz re Trust and emergence issues (.2); correspond with K. Love and R. Barakat re joint appendix and briefing (.3); correspond with M. Ward and telephone conferences with G. Cassada and A. Rosenberg re briefing (.4).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
11/29/2012	Lisa G Esayan	2.90	Review bank lenders, Crown and Montana Third Circuit briefs.
11/29/2012	Lesley Fairley	4.00	Review and organize electronic versions of Third Circuit joint appendix exhibits.
11/30/2012	Nate Kritzer	1.40	Review materials re Montana and Crown arguments (.3); telephone conference with J. Donley and S. Engel re same (1.1).
11/30/2012	Benjamin Rhode	6.60	Analyze procedural history of AMH class certification issue (5.8); correspond with J. Gettleman re same (.8).
11/30/2012	Marjolaine Blake	4.20	Obtain cases cited in district court briefs for use with upcoming appeal briefs.
11/30/2012	Kimberly K Love	6.90	Prepare chart re appellant briefs as requested by J. Donley (.2); prepare and organize various materials requested by L. Esayan re Crown and Montana (.9); review files and materials for information requested by A. Brniak re AMH class certification exhibits (1.2); assist M. Blake with obtaining cases cited in various briefs (1.0); prepare and organize joint appendix materials requested by P. Lockwood (1.1); review and identify exhibits cited by Garlock (2.5).
11/30/2012	Andrew Brniak	1.70	Prepare and compile materials related to AMH class certification and class action settlements (1.6); correspond with B. Rhode re same (.1).
11/30/2012	Susan Engel	2.80	Review appellants' opening briefs.
11/30/2012	Jeffrey Gettleman	.50	Analyze report on research re AMH class certification issue (.1); review correspondence from T. Schmeling re review of docket for objections to QSF and warrant motion (.1); correspond with E. Filon and M. Shelnitz re same (.2); review correspondence from B. Rhode re AMH research issues (.1).
11/30/2012	Jeffrey Gettleman	.70	Review correspondence from E. Filon re objection deadline for QSF motion (.1); review correspondence from E. Filon to C. Finke and others re establishing QSF (.1); correspond with T. Schmeling re monitoring docket for objections to QSF motion (.2); review correspondence from K. Makowski re issues re December 17 hearing (.1); correspond with K. Makowski re filing of certificates of no objection (.2).
11/30/2012	Adam C Paul	4.80	Analyze appellate briefs.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
11/30/2012	Rana Barakat	8.70	Review and analyze Garlock's opening brief (2.3); outline Garlock's arguments and appellees' proposed responses to Garlock's opening brief (3.7); review and analyze research re bankruptcy standing and bankruptcy appellate standing (1.2); review and analyze prior briefings re Garlock's bankruptcy standing (1.3); telephone conference with K. Love re joint appendix (.2).
11/30/2012	Nia Dukov	5.00	Review and analyze opening brief of bank lenders (1.9); review and analyze legal authorities cited in opening brief of bank lenders (3.1).
11/30/2012	Katie L Einspanier	6.40	Telephone conference with S. Engel re Garlock brief and supplemental appendix (.2); review Garlock supplemental appendix and filing (.9); telephone conference with S. Engel re analysis of same (.3); review and analyze documents included in Garlock's supplemental appendix (3.8); draft summary re supplemental appendix and motion to strike (1.2).
11/30/2012	John Donley, P.C.	8.50	Review, annotate and outline issues re appellants' opening briefs.
11/30/2012	Lisa G Esayian	3.60	Correspond with J. Donley re Crown and Montana Third Circuit briefs (.4); analyze issues re Crown's Third Circuit brief (3.2).
11/30/2012	Lesley Fairley	2.70	Review and organize electronic versions of Third Circuit joint appendix exhibits and update database.
	Total:	514.80	

Matter 41 - Tax Issues - Fees

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
11/15/2012	Russell S Light	1.70	Research re application of controlled foreign corporation rules to notional principal contracts.
11/20/2012	Todd F Maynes, P.C.	.50	Correspond with working group re German tax issues.
11/21/2012	Russell S Light	.10	Telephone conference with T. Maynes re controlled foreign corporation questions.
	Total:	2.30	

EXHIBIT B

B-1

Matter 52 – Expenses – Expenses

<u>Service Description</u>	<u>Amount</u>
Standard Copies or Prints	\$1,776.40
Overnight Delivery	\$46.63
Professional Fees	\$2,429.30
Computer Database Research	\$1,248.10
Total:	\$5,500.43

Matter 52 – Expenses – Itemized Expenses

<u>Date</u>	<u>Amount</u>	<u>Description</u>
10/01/2012	96.54	West, Computer Database Research, Donley, John W., October 2012
10/03/2012	65.65	West, Computer Database Research, Gettleman, Jeffrey, October 2012
10/08/2012	10.43	West, Computer Database Research, Esayian, Lisa G., October 2012
10/11/2012	2,429.30	ARPC - Professional Fees, Professional Services Rendered and Expenses Incurred August 2012
10/12/2012	221.57	West, Computer Database Research, Jones, Mike, October 2012
10/19/2012	326.12	West, Computer Database Research, Barakat, Rana, October 2012
10/25/2012	527.79	West, Computer Database Research, Einspanier Kathryn, October 2012
11/01/2012	34.10	Standard Prints
11/01/2012	13.40	Standard Prints
11/02/2012	8.99	Fed Exp to: Richard Finke, Columbia, MD from: Lisa Esayian
11/06/2012	2.90	Standard Copies or Prints
11/06/2012	106.00	Standard Prints
11/12/2012	21.00	Standard Prints
11/13/2012	9.40	Standard Prints
11/14/2012	12.10	Standard Prints
11/15/2012	20.40	Standard Prints
11/21/2012	30.70	Standard Prints
11/21/2012	163.80	Standard Prints
11/21/2012	9.41	Fed Exp to: Michael Rudnick, New York, NY from: Kimberly Love
11/21/2012	9.41	Fed Exp to: James Green, Wilmington, DE from: Kimberly Love
11/21/2012	9.41	Fed Exp to: Matthew P. Ward, Wilmington, DE from: Kimberly Love
11/21/2012	9.41	Fed Exp to: Richard C. Worf, Esq., Charlotte, NC from: Kimberly Love
11/26/2012	4.90	Standard Copies or Prints
11/26/2012	12.10	Standard Prints
11/26/2012	259.80	Standard Prints
11/26/2012	4.90	Standard Prints
11/27/2012	282.00	Standard Copies or Prints
11/27/2012	36.30	Standard Copies or Prints
11/27/2012	281.80	Standard Prints
11/28/2012	253.10	Standard Copies or Prints
11/28/2012	.30	Standard Copies or Prints
11/28/2012	5.30	Standard Prints
11/28/2012	222.10	Standard Prints
Total:	5,500.43	